408370SEC

FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

TEMPORARY

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number:

3235-0076

Expires: February 28, 2009 Estimated average burden

hours per response4.00



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Name of Offering (check if this is an amendment and name has changed, and indicate change.) Sale of Limited Partnership Interests in DFJ GOTHAM VENTURE FUND II, L.P.	ivasningion, DC
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
I. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) DFJ GOTHAM VENTURE FUND II, L.P.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 132 West 31st Street, Suite 1102, New York, NY 10001	Telephone Number (Including Area Code) (212) 279-3980
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same	Telephone Numbe
Brief Description of Business Venture Capital Investment	E -
Type of Business Organization corporation limited partnership, already formed business trust limited partnership, to be formed other	09036213
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated tate: D E

GENERAL INSTRUCTIONS

Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239,500) and otherwise comply with all the requirements of §230,503 T. Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

			A	. BASIC ID	ENTL	FICATION DATA			-	
 Each beneficial own 	ne issue ner hav der and	r, if the issuer haing the power to director of corp	as beer vote o orate i	ssuers and of corporat	vote	ive years; or disposition of, 10% ral and managing part	or mens o	ore of a class of partnership	of equity issuers; a	securities of the issuer; and
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director	⊠	General and/or Managing Partner
Full Name (Last name first, i	findiv	idual)			•					
DFJ Gotham General Man	nger II	, L.L.C.						 		
Business or Residence Addre	-		_							
132 West 31" Street, Suite	102, N		10001	·						
Check Box(es) that Apply:	Ø	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i Bell, Thatcher	findiv	idual)								
Business or Residence Addre	ss (Nu	mber and Stree	t, City	, State, Zip Code)		· - · · · · · · · · · · · · · · · · · ·				
132 West 31st Street, Suite	-		-							
Check Box(es) that Apply:	Ø	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	findiv	idual)								
Goldstein, Ross H.	(2.1		. 07	C . 7' C . L \						
Business or Residence Address 132 West 31st Street, Suite										
Check Box(es) that Apply:	×	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual)								
Katz, Jed	an (Niv	mbas and Street	. City	State Zin Code)						
Business or Residence Addre 132 West 31st Street, Suite 1	•		_							
Check Box(es) that Apply:	Ø	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	findiv	idual)								
Schultz, Daniel J.										
Business 132 West 31st Street 132 West 31st Street, Suite 1		•			ce Ad	dress (Number and S	treet,	City, State, 2	Zip Code)
Check Box(es) that Apply:		Promoter	×	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual)								
CS Strategie Partners IV V	C Hole	dings, L.P.								
Business or Residence Addre	ss (Nu	mber and Stree	ı, City	, State, Zip Code)						
Eleven Madison Avenue, 16	Floor	, New York, N	Y 10	010						
Check Box(es) that Apply:		Promoter	Ø	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	findiv	idual)								
Lehman Brothers Custom	Fund A	A, L.P.								
Business or Residence Addre	ss (Nu	mber and Stree	t, City	, State, Zip Code)						
399 Park Avenue, New Yor	k, NY									
		(Use blank	sheet	or copy and use add	litiona	il copies of this sheet	, as no	ccessary)		

					В.	1111 011	MALION	ABOUT OF	THIMIT				
1. 13	lac the icen	ner sold a	or does the is	scuer intend	to sell to no	n-accredited	investors in	this offering				Yes	No ⊠
1. 11	143 1110 1334	aci sola, t	or does the i.	ssuci intendi					ınder ULOE.			_	
2. W	Vhat is the	minimur	n investmen	t that will be	accepted fro	m any indiv	idual?					\$	N/A
3. D	nes the of	ffering ne	rmit inint ov	vnershin of a	single unit?							Yes ⊠	No
4. E	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or								_				
și ne	imilar remi ssociated r	uncration	for solicitat	tion of purch	asers in conr ler registere	ection with:	sales of secu EC and/or wi	rities in the c	ffering. If a states, list the	person to be	listed is an e broker or		
de	caler. If	more tha	an five (5) p	persons to b	e listed are	associated	persons of s	uch a broke	r or dealer,	you may se	t forth the		
			broker or de: t, if individu										
	•												·
Busine	ss or Resid	dence Ad	dress (Numb	per and Stree	t, City, State	, Zip Code)							
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•				PERMIT		נדטן	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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Full Na	ss or Resid	name firs	t, if individu	ial)									
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
l.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \[\subseteq \] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$	\$
	Equity	s	\$
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$ 125,000,000	\$_35,050,000
	Other (Specify)	s	s
	Total	\$ <u>125,000,000</u>	\$_35,050,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchase
	Accredited investors	36	\$ 35,050,000
	Non-accredited Investors	0	so
	Total (for filings under Rule 504 only)		S
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Tune of	Dellar Amount
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		S
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		s
	Legal Fees	\boxtimes	\$ 100,000
	Accounting Fees		s
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify)	_	s
	Total	⊠	\$ 100,000
		_	

	total expenses furnished in response to Part	te offering price given in response to Part C - Quest C - Question 4.a. This difference is the "adjusted g	ross	\$_124,900,000
5.	each of the purposes shown. If the amount	gross proceeds to the issuer used or proposed to for any purpose is not known, furnish an estimate of the payments listed must equal the adjusted gro Question 4.b above.	e and check	
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		S \$ 26,982,500	□ \$
	Purchase of real estate		S	□ s
	Purchase, rental or leasing and installation of	f machinery and equipment	s	□ s
	Construction or leasing of plant buildings ar	nd facilities		□ s
	Acquisition of other businesses (including the used in exchange for the assets or securities	ne value of securities involved in this offering that roof another issuer pursuant to a merger)	nay be [] \$	□ s
	Repayment of indebtedness		S	□ s
	Working capital		s	S \$ 97,917,500
	Other (specify):	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	s	
	Column Totals		3 \$ 26,982,500	S 97,917,500
	Total Payments Listed (column totals a	dd c d)		0,000
		D. FEDERAL SIGNATURE		
nι	issuer has duly caused this notice to be signed be indertaking by the issuer to furnish the U.S. Sec-accredited investor pursuant to paragraph (b)(2)	y the undersigned duly authorized person. If this notic urities and Exchange Commission, upon written reque of Rule 502.	ce is filed under Rule 505, the follow est of its staff; the information furnis	ing signature constitutes hed by the issuer to any
55t	ier (Print or Type)	Signature	Date	
	GOTHAM VENTURE FUND II, L.P.	1 Race	February 28, 2009	
	ne of Signer (Print or Type) niel J. Schultz	Title of Signer (Print or Type) Managing Member of DFJ GOTHAM GENER Issuer	RAL MANAGER II, L.L.C., the Ge	neral Partner of the

ATTENTION

Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)

 \mathbb{END}